THE CANONS OF

THE EPISCOPAL DIOCESE OF THE SUSQUEHANNA

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N.B. In all cases, the Constitution and Canons of The Episcopal Church, as amended from time to time, apply to this Diocese and supersede these Canons, especially with regard to matters on which these Canons are silent.

Title I. The Diocese

Canon 1. Conventions

Sec. 1. Membership in Convention

a. Clergy Entitled to Seats

Not less than one week before the meeting of every Convention of the Diocese, the Bishop shall deliver to the Secretary a list of all the clergy canonically resident in the Diocese, entitled to seats in the Convention, with the names of their respective Congregations, other ministry sites, or places of residence. This list shall determine the right of any member of the Clergy to seat, voice and vote, subject, however, to correction by the Convention in accordance with the Constitution and the Canons.

b. Lay Delegates

1. Each Parish and each Mission shall elect one Lay Delegate to the Convention. Additional Lay Delegates may be elected based on Average Weekly Engagement as defined by and reported in the most recent Parochial Report. Each Parish and each Mission shall elect Lay Alternates equal in number to the Lay Delegates to which they are entitled.

Average Weekly Engagement (additional delegates)

50 - 100 1 (one) Lay Delegate

101-150 2 (two) Lay Delegates

151-200 3 (three) Lay Delegates

200+ 4 (four) Lay Delegates

2. Average Weekly Engagement includes “Average Sunday Attendance In-Person” and “Average Weekday Attendance In-Person” plus either “Average Sunday Attendance Online” and “Average Weekday Attendance Online” or “Average Number of Unique non-live views” as reported in the most recent Parochial Report.

3. Each Parish or Mission may elect its Lay Delegates at its Annual Meeting, a special congregational meeting or by its Vestry or Executive Committee.

4. Lay Delegates to the Convention shall be certified in writing by the Secretary or Clerk of the Vestry. The Certificate shall be forwarded to the Secretary of the Diocese via the Bishop's Office at least four (4) months prior to Convention. If during the year, and prior to Convention, there shall be any change in elected Lay Delegates, prompt notification shall be given to the Bishop's Office.

5. The Lay Delegation shall report to the Vestry or Executive Committee the actions of each Convention and discuss how those actions will be implemented in the Parish or Mission. The report of the lay delegation may be presented in writing or orally and shall be presented at a meeting of the Vestry.

Sec. 2. Call of the Convention

Not fewer than twenty (20) days' notice of each meeting of the Convention shall be given by the Secretary to every member of the Clergy of the Diocese and to every Parish and Mission in union with the Church in the Diocese.

Sec. 3. Regular Committees of Convention

a. The regular Committees of Convention include Claims of Clergy and Lay Delegates to Seats in the Convention, Constitutions and Canons, Resolutions, and Nominations.

1. Each committee shall consist of two (2) to six (6) persons who are clergy canonically resident in the Diocese or lay members in good standing in the Diocese.

2. Each committee shall have at least one clergy member and one lay member.

3. Members shall continue in office until their successors are appointed. Appointments may be from one to three years with provision for annual rotation of a portion of the committee membership.

b. The regular Committees may be appointed by the Bishop at any time between meetings of the Convention. Their duties and responsibilities shall be as follows:

1. <u>The Committee on Claims of Clergy and Lay Delegates to Seats in the Convention</u>

i. The Committee on Claims of Clergy and Lay Delegates to Seats in the Convention shall receive from the Secretary any reports of disputed or uncertain claims to seats in the Convention.

ii. This Committee shall meet promptly and consider the matters laid before it and shall make a recommendation to the President who shall rule on the matter.

2. <u>The Committee on Constitution and Canons</u>

i. The Committee on Constitution and Canons shall receive from the President all proposed changes in the Constitution or the Canons of the Diocese and shall consider the same.

ii. All resolutions for proposed changes in the Constitution or the Canons shall be submitted in writing at least six (6) months before the Convention, unless majority consent is given by the Convention to a later submission.

iii. In every case, this Committee shall take care that the material in its report be in proper canonical form and not inconsistent with the Constitution and Canons of The Episcopal Church. This Committee may approve or disapprove the form or substance of a resolution, or both of them, according to its own judgment. The report of this Committee in both form and substance shall take precedence over the original resolution submitted to it.

iv. This Committee shall submit its report to the Convention on the proposed changes with approval, with disapproval, with amendments, or without comment.

v. This Committee shall annually review the Constitution and the Canons of the Diocese in consultation with the Bishop and make any necessary recommendations to the Convention.

3. The Committee on Resolutions

i. The Committee on Resolutions shall receive all Diocesan Convention Resolutions unless referred by the President of the Convention to another committee, including any reports or resolutions regarding admission of new Parishes or Missions, except as provided in Title IV, Canon II.

ii. All resolutions received by this Committee shall be submitted in writing at least two (2) months before the Convention, unless majority consent is given by the Convention to a later submission.

iii. This Committee shall report to the Convention all resolutions received, together with its recommendations as to form and substance, and shall have the power to initiate substitute resolutions.

4. The Committee on Nominations

i. At least four (4) months before each Convention, the Committee on Nominations shall notify all clergy canonically resident in the Diocese, and every Parish and Mission, of the offices to be filled by election at the Convention and request that names and addresses of candidates to be nominated for such offices be submitted to this Committee.

ii. Each nomination shall be accompanied by a brief biography and a statement that the individual so submitted to this Committee has consented and is willing to serve if elected.

iii. At least three (3) months before the Convention, this Committee shall prepare and distribute a list of nominees who are in the consideration of this Committee well qualified for such offices.

iv. In determining nominees for Diocesan Council and the Standing Committee, this Committee shall make every effort to nominate persons who represent diverse geographical areas of the Diocese, taking into consideration the existing membership of Diocesan Council and the Standing Committee.

v. Anyone wishing to make an additional nomination shall submit the name and address of such nominee, together with a brief biography and a statement that the individual nominated has consented and is willing to serve if elected, and the signatures of at least ten (10) sponsors, to this Committee at least two (2) months before the Convention.

vi. The list of nominees presented by this Committee to the Convention shall include the names of the Parishes or Missions to which the respective nominees belong, and the number of terms, if any, during which each of them has held the office for which nominated.

vii. This Committee shall, at least 21 days before the Convention, send a copy of the list of nominees to all clergy canonically resident in the Diocese, to every Lay Delegate, and to every Parish and Mission.

Sec. 4. The Officers of the Convention

a. The Officers of the Convention shall consist of a President, Secretary, Treasurer, and Chancellor.

b. President

1. The Bishop, if there is one, shall be President and preside at meetings of the Convention.

2. If there is no Bishop, then the person to preside at the Convention shall be the President of the Standing Committee.

c. Secretary

1. Upon nomination by the Bishop, each Convention shall elect a member of the clergy or the laity to be Secretary of the Diocese and to serve until a successor is elected. Upon assuming office, the Secretary is granted seat, voice, and vote in the

Convention. The Secretary, if a member of the clergy, must be canonically resident in the Diocese and, if a member of the laity, must be an adult communicant in good standing in the Diocese.

2. It shall be the duty of the Secretary to take minutes of the proceedings of all Conventions, to preserve the Journals and Records, to attest the public acts of the body, and faithfully to deliver into the hands of the successor all books, papers, and digital records relative to the concerns of the Diocese, which may be in their possession.

3. The Secretary shall cause one copy of every published Journal to be certified, which shall be deposited as the official record of such Convention and shall be preserved as such.

4. In the event of a mid-term vacancy in this office, the Bishop shall appoint a successor with the advice and consent of the Standing Committee.

5. If the Secretary of the Diocese is unable to be present during the Convention, the Bishop shall appoint someone to serve in their stead as Secretary for that Convention.

d. Treasurer

1. Upon nomination by the Bishop, each Convention shall elect a member of the clergy or the laity to be Treasurer of the Diocese and to serve until a successor is elected. Upon assuming office, the Treasurer is granted seat, voice, and vote in the Convention. If the Treasurer is a member of the clergy, they must be canonically resident in the Diocese and, if a member of the laity, they must be an adult communicant in good standing in the Diocese.

2. The Treasurer shall perform such duties as may be directed by the Bishop, Diocesan Council, and the Convention.

3. The Treasurer shall keep such accounts as may be required, which shall be audited annually, and make such periodic reports as may be deemed necessary by the Bishop, Diocesan Council, and the Convention.

4. The Treasurer shall be required to give such bond or security as may from time to time be required and prescribed.

5. In the event of a mid-term vacancy in this office, the Bishop shall appoint a successor with the advice and consent of the Standing Committee.

e. Chancellor

1. The Bishop, with the advice and consent of the Standing Committee, may appoint a person licensed to practice law in the Commonwealth of Pennsylvania

as Chancellor of the Diocese. The Chancellor, with the advice and consent of the Bishop, may appoint those Vice-Chancellors necessary to assist in the work assigned to that office. The Chancellor, if a member of the clergy, must be canonically resident in the Diocese and, if a member of the laity, must be an adult communicant in good standing in the Diocese.

2. The Chancellor shall be the legal adviser to the Bishop and, with the permission of the Bishop, to the Diocese, Diocesan Council, the Standing Committee, and all special committees appointed by the Convention, whenever they may require legal advice in questions affecting the interest of the Diocese.

Sec. 5. Elections

a. Voting in Elections

1. Elections shall be by a majority vote of the valid votes cast for each office. A person shall be considered to have obtained a majority vote when they have received more than 50% of the valid ballots cast for that office. For any election, when requested by any ten (10) members of Convention, a vote by orders will be held. Elections shall be determined by a majority vote, as defined by this canon, in each order.

2. Each delegate shall have one vote on each ballot for each office or position to be filled; provided that when multiple seats for the same office are to be elected on the same ballot, each delegate may cast only a single vote for each of a number of candidates up to the number of seats being filled.

b. When elections are for different terms of office, the nominee first elected shall be the one elected for the longest term; or if two or more are elected on the same ballot, the candidates receiving the highest number of votes shall be the one or ones elected for the longest term.

c. Every person appointed or elected to office shall assume office upon the close of the Convention.

Sec. 6. Voting on Matters Other Than Elections

All voting on matters other than elections shall be by all clergy and delegates present and eligible to vote, except that ten (10) members may require a vote by Orders on any question, and a majority of the votes in each Order taken separately shall be necessary for passage.

Canon 2. Constitutional Committees

Sec. 1. The Standing Committee

a. The Standing Committee shall consist of twelve (12) elected members: 6 clergy members, no more than two of whom may be deacons, and 6 lay members. Clergy members must be

canonically resident in the Diocese and lay members must be adult communicants in good standing in the Diocese.

b. Each Convention shall elect two clergy members and two lay members to serve a term of three years on the Standing Committee. No one so elected shall be eligible for reelection after having served two consecutive terms until after the expiration of one year.

c. Within thirty (30) days following the Convention, the Standing Committee shall elect from their own body a President of the Standing Committee and shall also elect from their body a Secretary of the Standing Committee, each of whom shall serve a term of one year and may succeed themselves.

d. The Standing Committee shall enjoy all the power, authority, and duties conferred upon it by the Constitution and Canons of The Episcopal Church and the Constitution and the Canons of the Diocese. When there is a Bishop in charge of the Diocese, the Standing Committee shall be the Bishop's Council of Advice. If there be no Bishop canonically authorized to act, the Standing Committee shall be the Ecclesiastical Authority of the Diocese for all purposes declared by the General Convention.

e. Unless otherwise provided for, the Standing Committee shall have the authority to fill, for the unexpired term, all vacancies that occur in its own body as well as in any Committee appointed to sit during the recess of the Convention, and in such Diocesan offices as are held by annual election.

Sec. 2. Diocesan Council

a. Purpose of Diocesan Council

1. Diocesan Council shall be the executive agency of the Convention of the Diocese between meetings of the Convention and shall be responsible to the Convention.

2. Diocesan Council shall administer and advance the work of The Episcopal Church in the Diocese subject to the provisions of the Constitution and the Canons of the Diocese.

3. As the executive agency of the Convention of the Diocese, Diocesan Council may inaugurate, revise, and enact policies that are not inconsistent with the Constitution and Canons of The Episcopal Church and of the Constitution and the Canons of the Diocese.

4. Diocesan Council shall constitute the Board of Directors of that Commonwealth of Pennsylvania non-profit corporation known as The Episcopal Diocese of the Susquehanna.

5. The powers and duties of the said corporation shall be as set forth in their Articles of Incorporation. Diocesan Council shall have power to make such bylaws and rules as may from time to time be deemed necessary or expedient for the governance of said entity; provided, always, that the said bylaws and rules, or any of them be not repugnant to the constitution and laws of the United States, to the constitution and laws of the Commonwealth

of Pennsylvania, to the Constitution and Canons of The Episcopal Church, and to the Constitution and the Canons of The Episcopal Diocese of the Susquehanna.

b. Membership of Diocesan Council

1. Diocesan Council shall consist of 12 elected members. The Bishop Diocesan, the Bishop Coadjutor, the Bishop Suffragan, the Assistant Bishop (if there be such), the Secretary of the Diocese, and the Treasurer of the Diocese shall ex officio be members.

2. The Chancellor and Chief Financial Officer shall ex officio be members of Diocesan Council with seat and voice only. The Chief Financial Officer shall be responsible for organizing the call of the meetings and assembling the agenda in consultation with the Bishop.

3. Officers of Diocesan Council shall include a President who shall be the Bishop or their designee and a Secretary who shall be the Secretary of the Diocese. In the event of a vacancy in the office of the Bishop, Diocesan Council shall elect a President of Diocesan Council from among its members.

4. The Convention shall elect four persons, two clergy members and two lay members, to Diocesan Council annually to serve for a term of three years. No one so elected shall be eligible for reelection after having served two consecutive terms until after the expiration of one year. Clergy members must be canonically resident in the Diocese and lay members must be adult communicants in good standing in the Diocese.

c. Duties of Diocesan Council

1. Diocesan Council shall envision and identify the mission priorities of the Diocese and may periodically communicate to the Convention for its consideration and approval of those priorities, together with programs and services to implement these priorities, setting these programs and services in an order of priority and including criteria and standards for evaluating same.

2. Diocesan Council, with the advice and counsel of the Treasurer of the Diocese and Finance Committee, shall prepare and submit annually to the Convention for its consideration and approval a proposed operating budget for all programs and services included in the proposed mission priorities, including the financial Assessment of the Parishes and Missions. Diocesan Council shall prepare annually and submit to the Convention for its consideration and approval a proposed minimum salary and cost of living increases for parochial and supply clergy. This provision does not apply to positions filled by deacons, diocesan interns, lay leaders or non-stipendiary clergy.

3. At a meeting of Diocesan Council within the first quarter of each year, the aforementioned proposed operating budget shall be finalized and approved, in accordance with the mission priorities adopted by the Convention, which operating budget shall not be greater than the financial resources available for these purposes.

4. Diocesan Council shall have the powers and duties, either in its own name, or in the name of the Diocese, or in the name of The Episcopal Diocese of the Susquehanna, or as trustee of any of these entities, to buy and sell real estate, securities and other investments, to receive, hold, administer, and properly dispose of all property, real and personal, which may be given, granted, conveyed, devised, bequeathed, or transferred to the Diocese (working with the Standing Committee as required by the Constitution and Canons of The Episcopal Church) either in its own name or in trust, for any religious, charitable, or educational use or purpose connected with the Diocese or any portion of the Diocese, or for the aid, benefit, or advancement of any Congregation, or religious, charitable or educational association of Episcopalians in the Diocese.

5. Upon approval of the proposed operating budget by the Convention, notice shall be sent to the Rector or Vicar and Treasurer of each Congregation of the financial Assessment due and payable by the respective Congregation, which shall be payable in monthly installments to the Diocese commencing January of the year to which said budget is applicable.

6. All requests for reduction or for exoneration of financial Assessment shall be submitted to the Diocesan Council, who shall act upon same in a timely fashion in accordance with its accepted procedures and processes. At least one month before the close of the year and one month before any special meeting of the Convention, Diocesan Council shall notify all Congregations which may have failed to meet their financial Assessment in full, stating the amount still due.

d. Committees of Diocesan Council

1. Diocesan Council shall have the power to initiate and appoint such committees as are necessary to fulfill the diocesan mission priorities and policies.

2. Finance Committee

i. Notwithstanding any other committees it may establish, Diocesan Council shall be required to establish a Finance Committee.

ii. The Finance Committee shall consist of the Diocesan Treasurer, two members appointed by the Bishop, and three members appointed by Diocesan Council. The Chief Financial Officer shall ex officio be a member with seat and voice only. Members of the Committee need not be members of Diocesan Council. Members appointed shall be persons with expertise in fiscal or fiduciary affairs or church operations. Committee members shall serve at the pleasure of their appointing authority. Clergy members must be canonically resident in the Diocese and lay members must be adult communicants in good standing in the Diocese.

iii. The Finance Committee shall monitor the financial affairs of the Diocese; shall provide for an annual audit of the Diocese; and shall recommend to Diocesan Council the proper and prudent administration of such real or personal property as may have been granted to the corporation known as The Episcopal Diocese of the Susquehanna, or any

real or personal property designated for the use of The Episcopal Church in the Diocese. Such recommendations shall include recommendations for the approval of all investments or change in investments in respect of which Diocesan Council, the Diocese, or the corporation known as The Episcopal Diocese of the Susquehanna has any authority or responsibility, and any matters relating to loans from loan funds under the control and supervision of the Diocese. To carry out its purpose, the Finance Committee shall establish its own rules, keep a record of its meetings, and make a report at each meeting of Diocesan Council.

3. All committees established by Diocesan Council pursuant to this Canon, including but not limited to the Finance Committee, shall report to Diocesan Council in such ways as Diocesan Council shall determine. Any reports and recommendations of these committees shall be subject to Diocesan Council's review and approval.

e. Reports

Diocesan Council shall report in full to the Convention of the Diocese, including a report stating in detail the fiscal condition of the Diocese.

Canon 3. Commission on Ministry

Sec. 1. Membership

a. The Commission on Ministry of the Diocese shall be composed of twelve (12) members, of whom six (6) are lay members and six (6) are members of the clergy with at least one member being a deacon. Clergy members must be canonically resident in the Diocese and lay members must be adult communicants in good standing in the Diocese.

b. The Bishop shall annually appoint to the Commission on Ministry two (2) clergy and (2) two lay members to a three-year term. No one so appointed shall be eligible for reelection after having served two consecutive terms until after the expiration of one year.

c. The Bishop shall serve ex officio as President of the Commission on Ministry.

Sec. 2. Duties

The duties of the Commission on Ministry shall be those prescribed in the Constitution and Canons of The Episcopal Church and such other duties related to the ministry in the Diocese as shall be assigned by the Bishop.

Sec. 3. Organization

The Commission on Ministry shall have the power to devise and enact processes for its own operations and decision making, not inconsistent with the Constitution and Canons of The Episcopal Church.

Canon 4. Diocesan Staff

Sec. 1. No employee or staff person of the Diocese shall be eligible for election to or to serve as a member of the Standing Committee, Diocesan Council, a Constitutional Committee, or the Commission on Ministry.

Sec. 2. Nothing in this Canon shall preclude an employee or staff person of the Diocese from election to, or serving as, a Deputy or alternate Deputy to General Convention.

Canon 5. The Cathedral

Sec. 1. Definition

There shall be two Cathedrals for the Diocese: Nativity Cathedral, Bethlehem and St. Stephen's Cathedral, Harrisburg. The Cathedrals are for the use of the clergy and laity of the Diocese, are public civic and religious institutions for the common good of the local and regional community and are also Houses of Prayer for all people who may resort thereto for worship.

Sec. 2. Mission: A Cathedral's mission is to:

a. **Serve the Diocese**

1. Provide the seat of the Bishop.

2. Function as a center for diocesan work and worship.

3. Promote and facilitate partnerships between Congregations within the Diocese and support the mission of Diocesan Congregations when appropriate.

4. Offer cathedral space for events of the Diocese, at the Dean's discretion.

5. Provide a prominent example of Episcopal worship, preaching, education, social service, and witness to the Gospel of Jesus Christ in the greater community and region.

b. **Serve as a Parish**

Offer regular worship, administer the Sacraments, offer pastoral care, provide Christian education and fellowship for a local community of Christians while organized as a parish in accordance with the Constitution and the Canons of the Diocese.

c. **Serve the Greater Community and Region in a Civic Role**

1. Provide public gathering spaces for civic discourse, social justice advocacy, community celebrations, and educational endeavors.

2. Provide space for prayer, discernment, planning and communal response during times of national or local crises.

3. Nurture and develop relationships and partnerships with local groups and organizations whose mission aligns with that of The Episcopal Church.

Sec. 3. Leadership

a. Dean

1. The Rector of each cathedral parish shall have the title Dean of the Cathedral.

2. The Dean shall administer the Cathedral in accordance with the Canons of the Diocese and those of The Episcopal Church regarding the life, rights, and responsibilities of Rectors.

3. The Dean shall work diligently to build and nurture relationships with community stakeholders that promote the mission of Christ's One, Holy, and Apostolic Church and shall strive to be a public presence in the local community, offering a religious and moral voice and perspective to issues of public concern.

4. The Dean shall serve in a leadership position within the Diocese as negotiated between the Dean and the Bishop.

b. Bishop

The Bishop shall take such part in religious services as the Bishop deems appropriate and shall have the use of the cathedral pulpits and the privilege to celebrate the Holy Communion there, giving due notice to the Dean.

c. Honorary Canons

Assistant ministers on the staff of a Cathedral may, at the discretion of the Dean and with the consent of the Bishop, be designated as Canons of the Cathedrals. The Bishop may appoint and remove honorary canons, subject to ratification by a majority vote of the Cathedral Chapter at a meeting called for this purpose.

d. Parish Vestry

Each Cathedral shall have and elect its own Vestry in accordance with the Constitution and the Canons of the Diocese and the Constitution and Canons of The Episcopal Church by majority vote of the Cathedral Chapter at a meeting called for this purpose.

e. Cathedral Chapter

1. There shall be one Cathedral Chapter to advise and assist the Cathedrals of the Diocese in carrying out their mission.

2. The Cathedral Chapter shall consist of the Bishop or other appointee, the Dean of each cathedral, the Wardens of each cathedral, one representative appointed by the Vestry of each Cathedral, and three representatives appointed by the Bishop. The Bishop shall designate one of the Bishop's representatives to serve as Clerk. If there be one or more Pro-Cathedrals as designated by the Bishop, then the senior clergy person and one lay representative appointed by the Vestry shall also be members of the Cathedral Chapter.

3. Meetings of the Chapter may be called by the Bishop or by a Cathedral Dean. The Bishop or their appointee will preside in all meetings of the Chapter. Notice of the meeting shall be provided at least fourteen (14) days in advance and shall include an agenda of matters to be discussed at the meeting. The Bishop and Deans may invite additional people to any meeting of the Chapter to provide advice, guidance, and insight; but invited guests shall not have a vote.

Canon 6. Regions and Convocations

To provide for effective coordination of the work of the Church, the Diocese shall be divided into four Regions: Northwest, Northeast, Southwest, Southeast. Such regions may be further subdivided into Convocations.

The purpose of such Regions shall be to plan and work together on local and regional mission efforts, to share information and resources, and to participate in determining and carrying out the Convention mission priorities. Convocations will meet at least twice a year, in part, to receive updates from the Diocesan staff, share news from representative Congregations, and take any action necessary for the good of the Convocation.

Canon 7. Deputies to Regional Organizations

Deputies to the Provincial Synod or any successor regional organization shall be appointed by the Bishop, and shall serve at the Bishop’s pleasure, unless the Convention adopts another rule.

Canon 8. Disclosure of Conflicts of Interest

Officers of the Diocese and of its committees and commissions, and Diocesan Staff, shall complete and file with the Diocese, at the commencement of their service and thereafter not less often than annually, a conflicts of interest disclosure statement on a form provided by the Diocese.

Title II. Congregations, Parishes, and Missions

Canon 1. Congregations and Parishes

Sec. 1. All Congregations or Parishes in the Diocese shall be governed by the Constitution and Canons of The Episcopal Church.

Sec. 2. A Parish of the Diocese is a Congregation that shall:

a. Be incorporated in accordance with the laws of the Commonwealth of Pennsylvania.

b. Call a Rector or Priest-in-Charge and financially support said Rector or Priest-in-Charge to the extent the Parish is served by such Rector or Priest-in-Charge, in accordance with these Canons.

c. Elect and assemble a Vestry in accordance with these Canons.

Sec. 3. Responsibilities of Parish Vestry

a. The Vestry in every Parish shall cooperate with the Rector in promoting the spiritual welfare of the parish and shall aid the Rector in the initiation, conduct and development of the mission of the Church both within and outside the parish.

b. The Vestry shall supervise the care and maintenance of the buildings, furnishings, and other properties of the Parish, providing adequate insurance thereon.

c. The Vestry shall be responsible for the proper care of the finances of the Parish, including any trust funds, subject to the Constitution and Canons of The Episcopal Church and the appropriate laws of the Commonwealth of Pennsylvania.

d. Each Vestry meeting shall be open to members of the Parish, except with respect to confidential personnel, legal, or pastoral matters. The Vestry may, upon majority vote of the members where a quorum is present, designate the relevant portion of the meeting as confidential and closed.

Canon 2. Call of a Priest

A call of a Priest in the event of a vacancy in a clerical position or the creation of a new one, shall be made in the form of a written Letter of Agreement, which shall include all items required by the Bishop, including a clause that the Letter of Agreement may be revised by mutual agreement. The Letter of Agreement and any subsequent revisions shall be submitted to the Bishop for approval.

Canon 3. Call of a Deacon:

A Deacon is appointed to serve in a parish at the pleasure of the Bishop and in consultation with the Rector (if there be one). The Deacon's ministry is developed in conversation with the Bishop and Rector.

Canon 4. Governance of Parishes

Sec. 1. Annual Meeting

Every Parish shall have an Annual Meeting, for the purpose of electing members of Vestry and Delegates and alternate Delegates to the Convention, and for such other purposes as may be specified in the parish

bylaws. The parish bylaws shall specify the method of setting the date of the Annual Meeting, the timing and manner of providing notice of the Annual Meeting, and the quorum for conducting business, provided that the Annual Meeting shall be held no later than January 31st.

Sec. 2. Vestry

Every Parish shall have a Vestry consisting of no fewer than five members; the number of members of Vestry shall be specified by the parish bylaws. The term of office and eligibility for election and reelection shall be specified by the parish bylaws. The Rector, or another member designated by the Rector, shall preside at all meetings of the Vestry. The parish bylaws shall specify the frequency of regular Vestry meetings, the procedure for calling and providing notice for special Vestry meetings, and the manner of filling vacancies in the Vestry.

Sec. 3. Officers

Every Parish shall have a Senior Warden, Clerk, and Treasurer, and such other officers as the parish bylaws may specify. The Senior Warden shall be selected by the Rector; or, if the office of Rector is vacant, by majority vote of the Vestry. Other officers shall be elected or appointed in the manner specified by the parish bylaws.

Sec. 4. Corporate Matters

Every Parish shall be incorporated according to the laws of the Commonwealth of Pennsylvania. The corporate office of President shall be filled by the Rector; or, if the office of Rector is vacant, by the Senior Warden. The corporate offices of Secretary and Treasurer shall be filled by the Clerk and Treasurer, respectively.

Sec. 5. Senior Warden

Whenever a Parish has neither a Rector nor a Priest-in-Charge, the Senior Warden shall execute all of the duties and responsibilities assigned to the Rector (except those matters that require priestly ordination).

Sec. 6. Bylaws

Each Parish shall be governed by the bylaws in effect immediately prior to reunification. Any Parish may hereafter adopt procedures whereby its bylaws may be amended. The bylaws of every Parish shall be consistent with the Constitution and Canons of The Episcopal Church and the Constitution and the Canons of The Episcopal Diocese of the Susquehanna. The Diocese may publish suggested bylaws for Parishes to consider.

Canon 5. Alienation and Business Methods in Church Affairs

Sec. 1. Real Estate

a. No Congregation shall acquire, or commit itself to acquire, by purchase, exchange, or otherwise, any real estate, without the consent of the Bishop and the Standing Committee.

b. No Congregation shall sell, give away, deliberately destroy, or otherwise alienate or encumber any real estate held by it or for its use, without the consent of the Bishop and the Standing Committee.

c. Real property held or administered by The Episcopal Diocese of the Susquehanna or its Congregations, shall be offered for sale, sold, or leased only on a non-discriminatory basis consistent with the applicable laws of the Commonwealth of Pennsylvania, of the United States of America, and the Constitution and Canons of The Episcopal Church.

d. In case any Congregation shall be dissolved, it shall be the duty of the Bishop and the Standing Committee to take such action as may be necessary and proper to vest all the Congregation's property, real and personal, in the corporation of the Diocese. Diocesan Council shall oversee the disposition of the property of closed churches in cooperation with the Bishop or the Bishop's appointee.

Sec. 2. Indebtedness

No mortgage, lien, or indebtedness shall be incurred by a Congregation without the approval of the Bishop and the Standing Committee. If any Congregation learns that it is subject to an involuntary lien or judgment, the Rector and/or Senior Warden shall promptly notify the Bishop.

Sec. 3. Insurance

All Congregations, institutions, and other entities belonging to the Diocese or any of the Congregations of the Diocese shall be adequately insured with property and liability insurance that shall conform to a minimum standard for insurance established by Diocesan Council and shall provide annually to the Diocese a certificate of insurance.

Sec. 4. Business Methods

In every Congregation or institution connected with the Diocese, the Manual of Business Methods in Church Affairs, as issued from time to time by the Church, shall be used as a guide for the conduct of business.

Sec. 5. Property is in Trust

All property, real and personal, held by or for the benefit of any Congregation of the Diocese is held in trust for the Diocese and The Episcopal Church. The existence of this trust, however, shall in no way limit the power and authority of the Congregation otherwise existing over such property so long as the Congregation remains a part of, and subject to, this Church and the Constitution and Canons of The Episcopal Church and the Constitution and the Canons of the Diocese.

Canon 6. Imperiled Parishes

Sec. 1. A Parish may be declared to be an Imperiled Parish when one or more of the following conditions exist, as determined by the Bishop with the consent of the Standing Committee:

a. The Parish has violated the Constitution or the Canons of the Diocese or the Constitution and Canons of The Episcopal Church, including employing a member of the clergy under ecclesiastical censure or process, permitting a church edifice to be used for purposes incompatible with its consecration, or engaging in any persistent course inconsistent with the doctrine, discipline, or worship of the Church;

b. The Parish has refused or neglected to elect a Vestry, or failed to provide representation at any Convention, or refused or neglected to pay its financial Assessment;

c. The Parish has failed to call a Rector after a reasonable period of time and without having made reasonable efforts;

d. The Parish has failed to comply with the provisions of the Constitution and Canons of The Episcopal Church pertaining to Business Methods in Church Affairs or the Church Pension Fund;

e. The Parish has failed to make timely reports as required by the Constitution and Canons of The Episcopal Church with regard to "Parochial Reports";

f. The Parish has repeatedly invaded the principal portion of endowment funds for regular operating expenses, evidenced substantial financial instability, or otherwise is not financially sustainable.

Sec. 2. This Bishop will initiate the following steps with a parish declared Imperiled.

a. Appointment, by the Bishop, of three (3) to five (5) persons, some or all of whom may be of the Parish and adult communicants in good standing, to govern the affairs of the Parish as the Vestry, replacing the current Vestry, notwithstanding any other provisions for such governance or the election of a Vestry in the Canons of the Diocese.

b. Designation of the Rector as Vicar.

c. Conveyance of title of all property to the corporation named The Episcopal Diocese of the Susquehanna, through its Board, Diocesan Council, who shall hold the same while these conditions exist.

Sec. 3. Restoration to Regular Canonical Status

a. When the conditions which have led to the decision to declare a Parish to be an Imperiled Parish have been substantially ameliorated, the Parish may petition the Bishop for restoration of the Parish to regular canonical status. The restoration of the former Vestry or its reconstitution shall be a component part of the restoration of the Parish to regular canonical status.

b. The Bishop, with the advice of the Standing Committee, shall decide whether or not to approve the petition.

Canon 7. Closing of a Parish

Sec. 1. Conditions for Voluntary Closure

a. A Parish may voluntarily determine to close, if such action is:

1. approved by two-thirds (2/3) of the Vestry; and

2. approved by a two-thirds (2/3) vote of the Members present at a special or regular meeting; and

3. approved by the Rector , if one is in place; and

4. approved by the Bishop.

b. If a Parish does not have a functioning Vestry, the Bishop and the Standing Committee, acting together, may act in lieu of the Vestry under Paragraph (a)(1) of this Section.

Sec. 2. Conditions for Closure

a. Other than as set forth in Section 1 above, no Parish shall be closed except upon the affirmative vote of two-thirds (2/3) of any Convention.

b. Such Convention vote shall be upon a special report of Diocesan Council, which shall consider the issues and evidence of conditions warranting a declaration of dissolution. Such report shall contain a statement of the issues and evidence of conditions placed before the Bishop and Diocesan Council.

c. Upon the affirmative vote of the Convention, such Parish shall be closed.

Sec. 3. Disposition of Property

Upon closing of a Parish, title to and beneficial interest of all property thereof shall vest in the Diocese.

Canon 8. Missions

Sec. 1. All Missions in the Diocese shall be governed by the Constitution and Canons of The Episcopal Church and the Constitution and the Canons of the Diocese.

Sec. 2. A Mission of The Episcopal Diocese of the Susquehanna is defined as a Congregation that does not meet the requirements of a Parish.

Sec. 3. Establishment of Missions

a. The power to establish a Mission in any town or district is hereby vested in the Bishop with the support of Diocesan Council. A Mission is, for the purpose of this Canon, an incipient organization of the Diocese.

b. A Mission shall not be established in any town or district until an application shall have been made to the Bishop by no fewer than ten (10) adult persons, declaring their attachment to The Episcopal Church, and their purpose to sustain the services of said Church.

c. The Priest of a Mission, if there be one, shall be called by the title of Vicar and the Bishop shall have the sole power to appoint and remove clergy serving a Mission. The Bishop shall set the level of compensation of such clergy, not to be less than the minimum as determined by the Convention. The Mission shall pledge the payment of a specified sum for the maintenance of the Vicar. The Vicar of a Mission shall be the President of the Executive Committee and shall preside at all its meetings and at all meetings of the Mission.

Sec. 4. Leadership of a Mission

Diocesan Council shall be responsible for the supervision and regulation of the affairs of each Mission. Diocesan Council shall receive all gifts and bequests for the Mission; have custody of its permanent funds; hold title to all its real estate; and make such rules to preserve the assets of the Mission and require such reports as it shall see fit.

Sec. 5. **Executive Committee**

a. There shall be annually elected in every Mission not fewer than four (4) nor more than ten (10)adult members with staggered terms who, with the Vicar, shall constitute the Executive Committee of the Mission, and whose duty it shall be to promote the temporal and spiritual interests of the Mission.

b. The duties of the Vicar and Executive Committee shall be similar to the duties of a Rector and Vestry of a Parish, insofar as possible under the law, the Canons and the bylaws of the Mission.

c. Regular meetings of the Executive Committee shall be held each month, upon three (3) days' notice to each member thereof by the Vicar, or if there be no Vicar, or if the Vicar be incapable of acting, by the Clerk. Special meetings may be called in the same manner. A majority of the membership of the Board shall constitute a quorum.

d. The Executive Committee shall have power to fill vacancies in its membership until the next Annual Meeting of the Mission.

Sec. 6. Officers

a. The Vicar shall appoint from the Executive Committee a Warden.

b. At the first meeting of the Executive Committee following the organization of the Mission, and thereafter at the Annual Meeting of the Mission in each year, the Executive Committee shall

elect a Clerk and a Treasurer to hold office for one year. The Treasurer need not be a member of the Executive Committee. The duties of the Clerk and the Treasurer shall be comparable to the duties of a Clerk and Treasurer of a Parish

Sec. 7. Mission Bylaws

Each new Mission shall adopt bylaws, which shall be subject to the approval of the Bishop, and which shall be consistent with the Constitution and Canons of The Episcopal Church and the Constitution and the Canons of the Diocese.

Sec. 8. Convention Delegates

The Lay Delegates from the Mission shall be chosen from among its members in the manner provided above in I.1.1.b.

Sec. 9. Property

All property of a Mission shall be vested in The Episcopal Diocese of the Susquehanna through its Diocesan Council, who shall hold the same for the benefit of said Mission, until such time as it shall be duly organized as a Parish, when the said property may be transferred to the Parish Corporation; provided that when a property is vested in a parent Parish it shall retain the same until the Mission be organized as a Parish and as such be admitted into union with the Convention.

Sec. 10. Transfer of Status from Mission to Parish

The Bishop, with the approval of the Standing Committee, may approve a request from a Mission to become a Parish when, in the Bishop's opinion, such change of status is warranted, and upon such terms as the Bishop shall deem appropriate.

Sec. 11. Dissolution of a Mission

The Bishop, with the approval of Diocesan Council, may dissolve a Mission when, in the Bishop's opinion, such action shall be warranted. In the event of such dissolution, title to and beneficial interest of all property of the Mission shall vest in the Diocese, and it shall be the duty of the Vicar and Executive Committee to surrender title to, beneficial interest of, and control of such property to the Diocese.

Title III. Ecclesiastical Discipline

Sec. 1. Title IV of the Constitution and Canons of The Episcopal Church

The provisions of Title IV of the Constitution and Canons of The Episcopal Church that are applicable to or may become applicable to the Diocese are hereby incorporated as part of this Canon. To the extent, if any, that any of the provisions of this Canon are in conflict or inconsistent with the provisions of Title IV of the Constitution and Canons of The Episcopal Church, the provisions of Title IV of the Constitution and Canons of The Episcopal Church shall govern.

Sec. 2. Discipline Structure

a. The Disciplinary Board shall consist of nine (9) persons, five (5) of whom are members of the Clergy and four (4) of whom are Laity. The clergy members of the Board must be canonically and geographically resident within the Diocese. The lay members of the Board must be adult communicants in good standing and geographically resident in the Diocese.

b. Election

1. Members of the Disciplinary Board are elected by the Standing Committee. Sixty (60)days prior to the Convention, the Bishop shall nominate to the Standing Committee persons for election to the Disciplinary Board to fill the terms of those members whose terms are expiring. Elected members of the Disciplinary Board shall be made known to the Convention in both publications and announcements. Those persons newly elected shall assume office immediately following the Convention of the year they are elected.

2. The members of the Disciplinary Board shall serve for a term of three (3) years, with terms to be staggered so that three (3) members are elected each year.

3. No member of the Disciplinary Board shall be eligible for reelection for a year after the end of their second full three (3) year term.

4. There shall be no change in the composition of a Disciplinary Board as to a proceeding pending before it while that proceeding is unresolved, except for just cause as determined by the Disciplinary Board.

5. Should a mid-term vacancy occur, the Bishop shall nominate a replacement to the Standing Committee for election from the same order as the person being replaced. The replacement shall serve until the expiration of the term of the person being replaced. Vacancies must be filled within four (4) months of notification of the vacancy unless sooner required by other provisions of the Constitution and Canons of The Episcopal Church.

6. The Bishop shall appoint one or more attorneys to serve as Church Attorney. The person so appointed must be a duly licensed attorney in the Commonwealth of Pennsylvania but need not reside within the Diocese.

Title IV. General Provisions

Canon 1. Rules of Order in the Convention

The Rules of Order of the last preceding Convention shall be in force until altered by the Convention, and the procedure of the business in Convention shall be carried on in accordance therewith.

Canon 2. Additions and Amendments to the Canons

Sec. 1. All Diocesan Convention Resolutions, other than Diocesan Convention Resolutions originating with the Committee on Constitution and Canons, to amend the Constitution or the Canons of the Diocese shall be referred without debate to the Committee on Constitution and Canons no later than six (6) months before the next meeting of the Convention for consideration, and a report of its recommendations submitted to Diocesan Clergy and Clerks of Vestries no later than four (4) months before the Convention. Comments, if any, on such recommendations received by the Committee no later than three (3) months before the Convention shall be reviewed by the Committee. Further changes, if any proposed by the Committee, shall be circulated to Clergy and Clerks of Vestries no later than two (2) months before the Convention.

Sec. 2. No existing Canon shall be changed or deleted, and no new Canon shall be enacted at the Convention at which the change or the enactment may be proposed, except by the affirmative vote of two-thirds (2/3) of the Convention.

Sec. 3. Any amendments to the Canons that are approved take effect immediately following the close of the Convention at which they were approved unless otherwise stated in the amendment.

Canon 3. Terminology

Sec. 1. The Constitution and the Canons shall be interpreted in their plain and literal sense except that words specific to one gender shall be read as gender inclusive.

Sec. 2. Whenever the term "Bishop" is used without qualification in these Canons, it shall mean the Bishop Diocesan or Provisional Bishop of the Diocese.

Sec. 3. Whenever the term “Secretary” is used without qualification in these Canons, it shall mean the Secretary of the Diocese.

Sec. 4. Whenever the term "Church" is used without qualification in these Canons, it shall mean The Episcopal Church.

Sec. 5. Whenever the term "Diocese," or some form of that term, is used without qualification in these Canons, it shall mean The Episcopal Diocese of the Susquehanna.

Sec. 6. Whenever the term “Convention” is used without qualification in these Canons, it shall mean the Annual Meeting of the Diocesan Convention.

Sec. 7. Whenever the term "Lay Member" is used without qualification in these Canons, it shall mean a baptized member of the Church.

Sec. 8. Whenever the term "Order(s)" is used in these Canons, it shall mean a group or class of people, either clergy or lay.

Sec. 9. Whenever the term "Rector" is used without qualification in these Canons, it shall mean Rector or Priest-in-Charge.

Sec. 10. Whenever the term "Vicar" is used in these Canons, it shall mean an ordained priest of The Episcopal Church who serves a Mission under the direction, and at the pleasure, of the Bishop.

Sec. 11. When the phrase “parish bylaws” or “bylaws” is used, this phrase refers to bylaws in effect in the legacy diocese immediately prior to reunification. Attachment 1 of these Canons provides the bylaws in effect prior to reunification for Congregations in the Northeast and Southeast Regions of the Diocese and for St. Luke’s Episcopal Church (Lebanon) and are for reference only.

Canon 4. Repeal

Any Canon, portion of a Canon, or prior resolution of the Convention that conflicts with the provisions of these Canons is hereby repealed.

Attachment 1: Parish bylaws in effect immediately prior to reunification of Congregations in the legacy Episcopal Diocese of Bethlehem

Section 1. Attachment 1 reproduces the bylaws of all Parishes formerly in the legacy Diocese of Bethlehem at the time of reunification and currently located in the Northeast and Southeast Regions of The Diocese of the Susquehanna.

Subsection (a). Annual Parish Meeting

1. In every Parish, the Annual Parish Meeting shall be held in January at a time and place designated by the Vestry. Public notice of the Annual Meeting shall be given to all members of the congregation at least two weeks prior to the Meeting. With the consent of the Ecclesiastical Authority, the Annual Meeting may be held during a different month.

2. The purpose of this Annual Meeting shall be to elect members to the Vestry; receive reports from the Vestry, parish officers, and organizations; including any reports about the budget approved by the Vestry for the new year; and to transact such other business as may properly come before it.

3. At the Annual Meeting, a report of the Parish finances shall be given. This report shall include, but not be limited to: 1) a report of the finances of the preceding year; 2) reports of all assets and liabilities and all income and expenditures of any subsidiary or related organization or entity, including (but not limited to) all trusts, endowments or other accounts, and 3) a budget for the year in which the Annual Meeting is held.

4. The Annual Parish Meeting shall be presided over by the Rector or Priest-in-Charge, or if the office be vacant, or if the Rector or Priest-in-Charge be absent, by the Senior Warden.

5. Lay Members in good standing of the Parish who are physically present, who are at least 18 years of age, who are regular attendants at the services of the parish, and who are regular contributors for the six months preceding the meeting to the support of the Parish, shall be entitled to vote at all Parish Meetings. A quorum for the transaction of business in the Annual Parish Meeting shall consist of 25% of the persons entitled to vote if they were present or 25 persons entitled to vote, whichever is less. The Vestry may by resolution permit one or more members to participate in a Parish Meeting by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other in a manner that is substantially simultaneous and continuous. Participation in a meeting by conference telephone or other electronic technology shall constitute presence.

6. Each Parish shall have a Vestry consisting of not fewer than five nor more than twelve Lay Members at least 18 years of age in good standing elected at the annual Parish Meeting. The number of persons to serve on the Vestry of the Parish shall be set by resolution of the Annual Parish Meeting. A change in number may be effected by the same procedure.

7. The qualifications of persons to serve on the Vestry shall be the same as the qualifications to vote at the Annual Parish Meeting as set out above except that the person to be elected need not be present at the Meeting.

8. No cleric or member of a cleric's family shall be eligible for election as a member of the Vestry. No employee of the Parish or member of the employee's family shall be eligible for election to Vestry. No more than one member of a family may serve on Vestry at the same time. A Parish may apply by letter to the Bishop for a waiver of the provisions of this subsection, stating the specific provision for which it wishes a waiver and the reasons for the waiver. The Bishop shall provide a written response to the Parish. If the Bishop approves the waiver, the provisions of this subsection shall be considered waived to the extent and for the period that the Bishop has approved the waiver as of the date of the written response.

9. In each Parish the Vestry may by resolution designate a Nominating Committee, otherwise the Rector or Priest-in-Charge together with the Senior Warden and the Junior Warden shall be the Nominating Committee. The Nominating Committee shall publish to the parish two weeks prior to the Annual Parish Meeting a ballot with sufficient qualified nominees to fill the vacancies on the Vestry for the upcoming year.

10. Additional nominations may be made from the floor of the Annual Parish Meeting. The nominator shall first obtain the consent of the nominee. Any question of the nominee's qualification to serve shall be resolved by the Rector or Priest-in-Charge prior to the election of Vestry members. In the absence of a Rector or Priest-in-Charge, the Senior Warden shall have the responsibility for determining the qualifications of any person nominated from the floor.

11. Each Annual Parish Meeting shall elect persons to serve on the Vestry replacing those members whose term in office has ended.

12. The length of one term of office for members of the Vestry shall be three years with one third of the members, or as near as may be, elected each year at the Annual Parish Meeting. A vestry member shall not be eligible for re-election until after one year after his or her second term has ended.

Subsection (b). Special Parish Meetings

1. A Special Parish Meeting may be held at any time on the written order of the Ecclesiastical Authority or of the Rector or Priest-in-Charge, or by resolution of the Vestry, or on a petition to the Ecclesiastical Authority if such petition be signed by not less than one-quarter (25%) of the number entitled to vote at the last Annual Parish Meeting.

2. All such orders, resolutions, or petitions shall specify the time and place of such meeting and the business to be considered.

3. At such meeting, no business shall be considered other than that specified in the call.

4. Notice of such meeting shall be given to all members of the congregation at least two calendar weeks prior to the meeting. This notice shall specify the time and place of the meeting, the business to be considered, and by whose order the meeting is called.

5. Such meeting may be presided over by the Bishop. If the Bishop does not preside, the Rector or Priest-in-Charge shall preside. If there is no Rector or Priest-in-Charge, the Ecclesiastical Authority may request the Senior Warden to preside.

Subsection (c). Vestries

A. Duties of the Vestry

(a) In accordance with the Constitutions and Canons of The Episcopal Church and of this Diocese the Vestry shall govern the Parish and shall manage and be responsible for its property and material affairs; shall further the temporal and spiritual welfare of the Parish; provide a suitable place of worship and see that it is provided with all things necessary to the worship of Almighty God; shall select and call a Rector and provide for the remuneration of the Rector; and shall comply with all other requirements of this Canon.

(b) As to civil matters, the Vestry shall be the corporate Board of Directors. The Rector or Priest-in-Charge shall be a member of and preside over the Vestry and is the President of the corporation. If there is no Rector or Priest-in-Charge then the Senior Warden shall be the President of the Corporation.

(c) In consultation with the Rector or Priest-in-Charge, all staff positions are created and funded by the Vestry. Personnel filling those positions are hired by and serve at the discretion of the Rector or Priest-in-Charge and are accountable to the Rector or Priest-in-Charge. The Rector or Priest-in-Charge may work collaboratively with a nominating or personnel committee in the selection of personnel.

(d) A financial report shall be given at each regular meeting of the Vestry, which shall include current income and expenditures. Following approval, the report shall be made available to members of the congregation by publicly posting or otherwise.

B. Officers of the Vestry and of the Parish

(a) The Lay Officers of a Parish shall consist of the Senior Warden, Junior Warden, Clerk and Treasurer who shall all be adult Lay Members in good standing of the Parish and at least 18 years of age. No cleric or family member of a cleric may serve as an Officer of the Parish. No employee of the Parish or member of such employee's family may serve as an Officer of the Parish. No family member of a Vestry member may serve as an Officer of the Parish. A Parish may apply by letter to the Bishop for a waiver of the provisions of this subsection, stating the specific provision for which it seeks a waiver and the reasons for the waiver. The Bishop shall provide a written response to the Parish. If the Bishop approves the waiver, the provisions of this subsection shall be considered waived to the extent and for the period that the Bishop has approved the amendment as of the date of the written response.

(b) The Senior Warden shall be elected annually by the Vestry, upon nomination by the Rector or Priest-in-Charge, from among the members of the Vestry. If there be no Rector or Priest-in-Charge of the Parish, the Ecclesiastical Authority shall nominate a Senior Warden from among the members of the Vestry. The Vestry may, by majority vote, decide to call the Senior Warden the "Rector's Warden" or the "Vestry Warden", but in all cases the Senior Warden shall be elected by the Vestry and perform the duties of the Senior Warden.

(c) It is the duty of the Senior Warden to work closely with the Rector or Priest-in- Charge, to advise the Rector or Priest-in-Charge on all matters pertaining to the parish upon which the Rector or Priest-in-Charge may wish to consult the Senior Warden, and to inform the Rector or Priest-in-Charge of all matters which the Senior Warden feels the Rector needs to know. If there is no Rector or Priest-in-Charge, it shall be the duty of the Senior Warden to assume all the temporal duties of the Rector including, but not limited to, presiding at Vestry meetings, signing documents, filing reports, and maintaining the Parish Register. In addition, it shall be the duty of the Senior Warden to provide for the continuation of Divine Worship.

(d) The Junior Warden shall either be elected annually from among their number by the Vestry or shall be appointed by the Rector. In the absence of the Senior Warden, the Junior Warden is to assume the duties of the Senior Warden. The Vestry may, by majority vote, decide to call the Junior Warden the "Vestry Warden" or the "Rector's Warden", but in all cases the Junior Warden will perform the duties of the Junior Warden.

(e) The Wardens shall see that the financial obligations of the Parish are met and that the buildings belonging to the Parish are kept in good repair and are adequately insured. Under the Rector or Priest-in-Charge, they shall see that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided. They shall prevent or repress all disturbance of divine worship. In the absence of a Rector or Priest-in-Charge, they shall, with the advice of the Ecclesiastical Authority, procure suitable supply for the continuance of the services.

(f) A Clerk shall be elected annually by the Vestry. The Clerk shall be responsible to see that minutes are taken of all Annual and Special Parish Meetings and of all meetings of the Vestry and shall attest to the same in the Book of Minutes of the Vestry, shall maintain in the said book the annual accounts of the temporal condition of the Parish, shall keep all original documents, and the list of voters provided for by these Canons. The Clerk shall turn over to his or her successor all books and documents in his possession that belong to the Parish.

(g) A Treasurer shall be elected annually by the Vestry. Under the authority of the Vestry, the Treasurer is responsible to collect, receive, disburse, and account for the funds of the Parish. Prior to the Annual Parish Meeting, the Treasurer shall present to the Vestry a full and accurate statement of the financial condition of the Parish. At every meeting of the Vestry the Treasurer shall report the total assets and liabilities of the Parish and the income and expenses of the general operating funds. As directed the Treasurer shall report the income and expenses of any other funds. The Treasurer shall furnish a bond, but the cost of such bond shall be borne by the Parish. The Treasurer shall turn over to his or her successor all books, documents, and funds in his or her possession that belong to the Parish.

(h) The Vestry shall fill any mid-term vacancies in their number or among the officers of the Parish by majority vote.

C. Meetings of the Vestry

(a) Regular meetings of the Vestry shall be held at least quarterly. All Vestry members are expected to be present at Vestry meetings. If any member of the Vestry is absent from three consecutive meetings without due cause, as determined by the Rector or Priest-in-Charge and the Wardens, that seat shall be declared vacant. The Vestry may by resolution permit one or more Vestry members to participate in a Vestry meeting by telephone or other electronic technology under the conditions described in Canon 3.1.A.5 of this Title II.

(b) The Vestry shall not transact any business without the presence of the Rector or Priest-in-Charge of the Parish, or in the event that the office of Rector or Priest-in-Charge be vacant, without the presence of one of the Wardens. A quorum consisting of a majority of the elected members of the Vestry must be present for the Vestry to transact business. No action affecting the rights of the Rector or Priest-in-Charge shall be taken at any meeting at which the Rector or Priest-in-Charge has not been given the opportunity to attend.

(c) Special Meetings of the Vestry may be called at any time at the request of the Rector or Priest-in-Charge, or of any two Vestry members. Notice of such meeting shall be given to the Rector or Priest-in-Charge, the Wardens, and the members of the Vestry. This notice shall specify the time and place of the meeting and the business to be considered. No other business shall come before such special meeting except with the unanimous consent of the Rector or Priest-in-Charge and all members of the Vestry.

D. Indemnification

(a) No member of the Vestry shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless said person has breached or failed to perform the duties of the office prescribed by these Canons, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to the responsibility or liability of said person pursuant to any criminal statute, or for the payment of taxes pursuant to local, state, or federal law.

(b) The Parish shall indemnify any Vestry member who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including any action by or on behalf of the Parish by reason of the fact that he is or was a member of Vestry against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness. With respect to any such action, the Parish may participate therein at its own expense; and the Parish shall be entitled to assume the defense thereof, with Counsel selected by the Parish to the reasonable

satisfaction of the party being indemnified. After notice from the Parish to such person of its election to assume the defense thereof, the Parish shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with the defense thereof. Such person shall have the right to employ separate Counsel in such action, but the fees and expenses of such Counsel incurred after a notice from the Parish of its assumption of the defense thereof, shall be at the expense of such person.

Section 2. Subordinate Entities

Subsection (a). If a Parish wholly owns any subordinate entity, whether or not that entity is separately incorporated, and the Parish pays staff to perform work for that entity, that subordinate entity shall have its own bylaws.

Subsection (b). All such bylaws and any amendments thereto shall first be submitted to the Bishop and Standing Committee for approval prior to submission to the Vestry for approval.

Subsection (c). Any existing bylaws for such entities which have not already been approved by the Bishop and the Standing Committee shall be submitted to the Bishop and to the Chancellor for review.

Section 3. Procedure for Adoption of New Bylaws

Subsection (a). The Vestry of any Parish governed by this Canon may propose the adoption of new bylaws. The proposal must include a full set of bylaws that comply with all of the provisions of Title II, Canon 4, and specify the date on which the bylaws become effective if ratified. Approval of the proposal requires a majority vote of the Vestry.

Subsection (b). The proposed bylaws shall be presented to the next Annual Meeting of the Parish for ratification. The Annual Meeting may not amend the proposal. Ratification of the bylaws requires a majority vote of the Annual Meeting.

Subsection (c). On the effective date specified in the ratified proposal, the Parish shall be governed by the new bylaws and shall no longer be governed by this Canon.